

TENNESSEE REGULATORY AUTHORITY

Sara Kyle, Chairman
Lynn Greer, Director
Melvin Malone, Director



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REGULATORY AUTH.
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460 James Robertson Parkway
Nashville, Tennessee 37243-0505

OFFICE OF THE
EXECUTIVE SECRETARY

February 27, 2002

K. David Waddell, Esq.
Executive Secretary
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243

Hand delivered


Re: Show Cause Proceeding Against Talk.com, Inc.
Docket No. 01-00216

Dear Mr. Waddell:

Enclosed is the Joint Motion to Hold Procedural Schedule in Abeyance of Consumer Service Division and Talk.com, Inc. in the above stated proceeding. Please accept the same for filing. If you have any questions, please do not hesitate to contact me.

With kindest regards, I am

Sincerely yours,



Lynn Questell

Cc/ Henry Walker
Tim Phillips
Shilina B. Chatterjee

BEFORE THE TENNESSEE REGULATORY AUTHORITY

NASHVILLE, TENNESSEE

IN RE:

**SHOW CAUSE PROCEEDING
AGAINST TALK.COM, INC.**

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**DOCKET NO.
01-00216**

JOINT MOTION TO HOLD PROCEDURAL SCHEDULE IN ABEYANCE

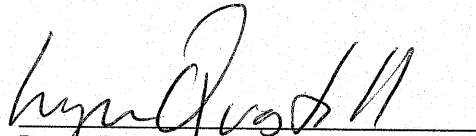
The Consumer Services Division ("CSD") of the Tennessee Regulatory Authority ("Authority" or "TRA") and Talk.com, Inc., by and through the undersigned counsel, hereby file their Joint Motion to Hold Procedural Schedule in Abeyance.

On February 26, 2002, the CSD and Talk.com entered into settlement negotiations and reached an agreement resolving the disputes that are the basis for this proceeding. The settlement agreement is subject to the approval of the Directors of this agency. The CSD and Talk.com have agreed to move as expeditiously as possible to present their agreement to the Directors.

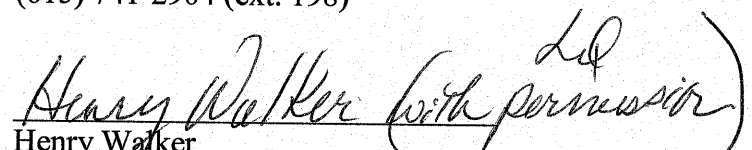
The tentative settlement agreement eliminates the necessity of convening the Pre-Hearing Conference scheduled for March 5, 2002 or pursuing the discovery-related issues pending in this action. Accordingly, the CSD and Talk.com jointly request

that the Procedural Schedule be held in abeyance pending the outcome of the Directors' deliberations of the settlement agreement between the parties.

Respectfully submitted,


Lynn Questell
Counsel

Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243-0505
(615) 741-2904 (ext. 198)


Henry Walker

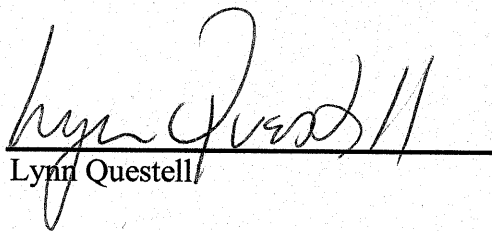
Boult, Cummings, Conners & Berry PLC
414 Union Street, Suite 1600
Nashville, TN 37219-8062

CERTIFICATE OF SERVICE

I, Lynn Questell, hereby certify that I have served a copy of the foregoing Joint Motion to Hold Procedural Schedule in Abeyance on the following person via facsimile or by hand delivery or by depositing a copy of the same in the United States Mail, postage prepaid, addressed to them at the addresses shown below, this 27th day of February, 2002:

Henry Walker
Boult, Cummings, Conners & Berry PLC
414 Union Street, Suite 1600
Nashville, TN 37219-8062

Tim Phillips
Shilina B. Chatterjee
Office of the Attorney General
Consumer Advocate and Protection Division
P.O. Box 20207
Nashville, TN 37202


Lynn Questell